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OMB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

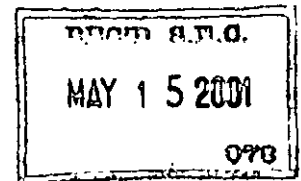
Washington, D.C. 20549



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NOT CONFIDENTIAL 5/17/02
Form 13F COVER PAGE

NON-PUBLIC Report for the Calendar Year or Quarter Ended: March 31, 2001
Check here if Amendment []; Amendment Number: _____
This Amendment (Check only one.):
☐ is a restatement.
☐ adds new holdings entries.



Institutional Investment Manager Filing this Report:

Name: Satellite Asset Management, L.P.
Address: 10 East 50th Street, 21st Floor
New York, NY 10022

CONFIDENTIAL TREATMENT EXPIRED

Form 13F File Number: 28-05307

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Brian S. Kriftcher
Title: Chief Operating Officer and Principal
Phone: (212) 209-2050

Signature, Place, and Date of Signing:

[Signature]

New York, New York
[City, State]

May 14, 2001
[Date]

PROCESSED

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THOMSON
FINANCIAL

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:

0

Form 13F Information Table Entry Total:

18

Form 13F Information Table Value Total:

\$ 855,613 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report. If there are no entries in this list, state "NONE" and omit the column headings and list entries.

NONE

**FORM 13F INFORMATION TABLE
CONFIDENTIAL TREATMENT REQUESTED**

Name of Issuer	Title of Class	CUSIP	Value (x \$1000)	Shrs or prn amt	SH/ PRN	Put/Call	Investment Discretion	Other Managers	Voting Authority	
									Sole	Shared None
ALZA CORP DEL	COM	022615108	210,317	5,193,000	SH		SOLE		5,193,000	
BARRETT RESOURCES CORP	COM PAR \$01	068480201	4,444	74,000	SH		SOLE		74,000	
BIOCHEM PHARMA INC	COM	09058T108	22,003	722,900	SH		SOLE		722,900	
CENTURA BKS INC	COM	15640T100	495	10,000	SH		SOLE		10,000	
CIT GROUP INC	CL A	125577106	7,798	270,000	SH		SOLE		270,000	
CITADEL COMMUNICATIONS CORP	COM	172853202	11,129	447,400	SH		SOLE		447,400	
EFFICIENT NETWORKS INC	SB NT CV 5.05%	282056AB6	18,666	19,243,000	SH		SOLE		19,243,000	
FINOVA FIN TRUST	TOPRS CV 9.16%	31808E207	5,513	225,000	SH		SOLE		225,000	
F&M NATL CORP	COM	302374103	4,926	129,300	SH		SOLE		129,300	
HONEYWELL INTERNATIONAL INC	COM	438516106	75,600	1,852,960	SH		SOLE		1,852,960	
INTERMEDIA COMMUNICATIONS INC	COM	458801107	24,014	1,382,100	SH		SOLE		1,382,100	
POWERTEL INC	COM	73936C109	9,836	178,830	SH		SOLE		178,830	
QUAKER OATS CO	COM	747402105	13,781	142,000	SH		SOLE		142,000	
RALSTON PURINA CO	COM	751277302	68,894	2,211,700	SH		SOLE		2,211,700	
TEXACO INC	COM	881694103	37,769	568,810	SH		SOLE		568,810	
TOSCO CORP	COM	891490302	29,932	700,000	SH		SOLE		700,000	
VOICESTREAM WIRELESS CORP	COM	928615103	256,892	2,780,971	SH		SOLE		2,780,971	
WILLAMETTE INDS INC	COM	969133107	53,604	1,165,300	SH		SOLE		1,165,300	

REPORT

SUMMARY: 18 DATA RECORDS

855,613

0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED

END